

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re:	
W.R. GRACE & CO.-CONN.	Chapter 11
	Case No. 01-01140
Debtors.	
-----X	

NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(e)(1)

To: (Transferee)

LONGACRE MASTER FUND, LTD.
Transferor: CC Wagner & Co.
810 Seventh Avenue, 22nd Floor
New York, NY 10019
Attn: Vladimir Jelisavcic

A transfer in the amount of \$10,863.26 from:

CC Wagner & Co.
6401 S Archer Rd.
Summit, IL 60501
Attn: John Wagner

is acknowledged. By filing pursuant to Rule 3001 (e)(1), you affirm that you have searched the official claims register and that the transferor has not previously filed a proof of claim.

Refer to INTERNAL CONTROL NUMBER _____ in any further correspondence relative to this transfer.

Intake Clerk

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, post prepaid on _____, 2003.

Copy: Debtor's Attorney _____

Deputy Clerk

LONGACRE

THE LONGACRE FUNDS

810 Seventh Avenue, 22nd Floor
New York, New York 10019
Tel: 212-259-4350
Fax: 212-259-4345
www.longacrellc.com

TRADE CONFIRMATION

To: *CC Wagner & Co*
6401 S Archer Rd
Summit, IL 60501
Attn: *John Wagner*
Tel: *708-458-0122*
Fax: *708-458-0263*

From: *Longacre Management, LLC*
810 Seventh Avenue, 22nd Floor
New York, NY 10019
Attn: *Steven S. Weissman*
Tel: *212-259-4350*
Fax: *212-259-4345*

We are pleased to confirm the following transaction subject to the terms and conditions of the Assignment of Claim agreement which are incorporated herein by reference:

Trade Date:	3/31/2003
Seller:	CC Wagner & Co
Buyer:	Longacre Master Fund, Ltd.
Debtor:	W.R. Grace & CO.-CONN., Case No. 01-01140, Debtor-in-Possession
Type of Instrument:	Claim subject to Debtor's Chapter 11 Proceeding
Claim Amount:	\$10,863.26
Purchase Rate:	[deleted]%
Consideration:	[\$[deleted]] (Claim Amount x Purchase Rate, subject to verification)
Holdback Rate:	None

Disclosure: Seller agrees not to disclose or communicate the terms of this agreement or information concerning the Claim to any other creditors of Debtor or prospective purchasers of the Claim.

Payments: Any payments or distributions made on account of the Claim after the date hereof are for the benefit of Buyer.

Subject to: 1) Execution of an Assignment of Claim agreement reasonably acceptable to Buyer and Seller; 2) Buyer's due diligence regarding the validity of the Claim; and 3) Buyer obtaining from Seller any necessary releases and/or consents reasonably requested by Buyer. Buyer may waive any condition at its option and settle this transaction without such condition.

Settlement: As soon as reasonably practical.

Binding Effect: Upon execution by both Buyer and Seller in the space designated below, this letter shall constitute a binding agreement between the parties. This Agreement may be filed in the bankruptcy court as evidence of transfer of the Claim.

Expiration: Buyer shall have no obligation to Seller, unless Seller executes this letter by the close of business today or unless waived by Buyer.

Please provide the signature of a duly authorized officer or other authorized signatory where indicated below and return this letter to **Christopher Martinez** at the following fax number: (212) 259-4345

ACCEPTED AND AGREED

CC WAGNER & CO

Signature: /s/ John M. Wagner
Title: President
Name: John M. Wagner
Date: 4/1/03

LONGACRE MASTER FUND, LTD.

By: /s/ Steven Weissman
Name: Steven Weissman
Title: Director
Date: 3/31/2003